

8937

Form (December 2017)

Department of the Treasury
Internal Revenue Service**Report of Organizational Actions
Affecting Basis of Securities**

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Synopsys, Inc.	2 Issuer's employer identification number (EIN) 56-1546236		
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact 650-584-4257	5 Email address of contact synopsys-ir@synopsys.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 675 Almanor Avenue	7 City, town, or post office, state, and ZIP code of contact Sunnyvale, CA 94085		
8 Date of action July 17, 2025	9 Classification and description Common stock		
10 CUSIP number 871607107	11 Serial number(s)	12 Ticker symbol SNPS	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See Attachment.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See Attachment.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Attachment.

Part II **Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► **See Attachment.**

18 Can any resulting loss be recognized? ► See Attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See Attachment.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.					
	Signature ► <u>Jill Harding</u>	Date ► <u>7/24/2025</u>				
	Print your name ► Jill Harding					
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►			
	Firm's address ►		Phone no.			

**Synopsys Inc.
EIN: 56-1546236**

**Attachment to Form 8937, Part II
Report of Organizational Actions Affecting Basis of Securities**

Part II Question 14: Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

On July 17, 2025, pursuant to the Agreement and Plan of Merger (the “Merger Agreement”) by and among Synopsys, Inc., a Delaware corporation (“Synopsys”); ALTA Acquisition Corp., a Delaware corporation and a wholly owned Subsidiary of Synopsys (“Merger Sub”); and Ansys, Inc., a Delaware corporation (“Ansys”), Merger Sub merged with and into Ansys, with Ansys surviving the Merger as a wholly owned Subsidiary of Synopsys (the “Merger”). Under the terms of the Merger Agreement, Ansys stockholders received, for each share of Ansys Common Stock, (1) \$197.00 in cash and (2) 0.3450 shares of Synopsys common stock. Fractional shares were redeemed in cash.

Ansys' common stock traded under the ticker symbol “ANSS”. Synopsys' stock continues to trade under the ticker symbol “SNPS”.

Part II Question 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

The receipt by a former Ansys shareholder of Synopsys common stock in exchange for Ansys common stock in the Merger has an effect on such shareholder's tax basis. Generally, each former Ansys shareholder's aggregate basis in the shares of Synopsys common stock received in the Merger will equal the fair market value of such Synopsys common stock as of the effective time of the Merger.

Part II Question 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

There is no direct guidance under U.S. federal income tax law as to the proper approach or method for determining the fair market value of Synopsys common stock received in the Merger. In general, for U.S. federal income tax purposes, fair market value is the price at which property would change hands between a willing buyer and willing seller, neither being under any compulsion to buy or sell the property, and both having reasonable knowledge of the facts.

One possible approach to determine the fair market value of Synopsys shares received in the Merger is to use the closing price of Synopsys stock on NASDAQ on the trading day immediately preceding the Closing Date, which was \$571.20. This approach was used to calculate the amount paid to shareholders for cash in lieu of fractional shares. Another possible approach is to use the volume weighted average trading price of Synopsys stock for the five consecutive trading days ending on the trading day immediately prior to the Closing Date, which was \$562.57. This approach was used to calculate the ratio at which certain equity awards of Ansys were assumed by Synopsys or were converted into equity awards of Synopsys. There

may be other reasonable approaches for determining the fair market value of the Synopsys shares received in the Merger.

Former Ansys shareholders are not bound by the approach illustrated above, and Synopsys takes no position as to whether the approach illustrated above or any other approach is appropriate. Former Ansys shareholders who received Synopsys common shares in the Merger should consult with their own tax advisors to determine the fair market value of such shares.

Part II Question 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

The applicable Internal Revenue Code sections are 1001 and 1012.

Part II Question 18: Can any resulting loss be recognized?

Yes, loss may be recognized on this transaction. Persons receiving Synopsys common shares in the Merger should contact their own tax advisors regarding the tax consequences of a loss in their particular circumstances.

Part II Question 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The reportable tax year is the year in which the Merger occurs. The Merger was effective on July 17, 2025. For taxpayers whose tax year is the calendar year, the reportable tax year is the year ending December 31, 2025.

THE U.S. FEDERAL INCOME TAX CONSEQUENCES DISCUSSED IN THIS FORM 8937 ARE FOR GENERAL INFORMATIONAL PURPOSES ONLY AND DO NOT CONSTITUTE TAX ADVICE. ALL RECIPIENTS OF SYNOPSYS COMMON STOCK IN THE MERGER SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE APPLICATION OF U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS. FOR A MORE DETAILED DESCRIPTION OF THE TAX CONSEQUENCES OF THE TRANSACTION, PLEASE SEE “U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER” IN THE REGISTRATION STATEMENT ON FORM S-4 OF SYNOPSYS AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 11, 2024.